

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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THE BANK OF NEW YORK, as Indenture  
Trustee,

Plaintiff,

v.

TYCO INTERNATIONAL GROUP S.A. and  
TYCO INTERNATIONAL LTD.,

Defendants.  
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07 Civ. 4659 (SAS)

ECF Case

**DECLARATION OF  
MARSHALL R. KING IN  
CONNECTION WITH  
DEFENDANTS' PARTIAL  
OPPOSITION TO MOTION TO  
INTERVENE AND JOIN  
PARTIES**

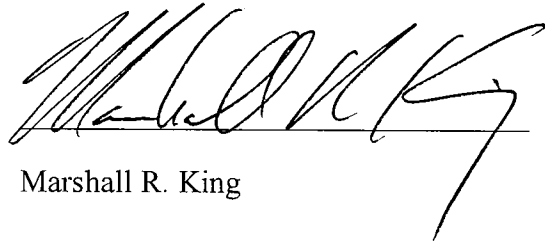
I, MARSHALL R. KING, pursuant to 28 U.S.C. § 1746, declare as follows:

1. I am an attorney admitted to practice in this Court and a partner in the law firm of Gibson, Dunn & Crutcher LLP, co-counsel to Defendants Tyco International Group S.A. ("TIGSA") and Tyco International Ltd. ("Tyco"). I submit this declaration in connection with Defendants' partial opposition to Plaintiffs' motion to intervene and join parties.

2. Attached hereto as Exhibit A is a true and correct copy of the indenture dated as of June 9, 1998, pursuant to which defendant TIGSA issued certain publicly traded notes.

3. Attached hereto as Exhibit B is a true and correct copy of the indenture dated as of November 12, 2003, pursuant to which defendant TIGSA issued certain publicly traded notes.

I declare under penalty of perjury that the foregoing is true and correct. Executed this  
13th day of July, 2007 at New York, New York.

A handwritten signature in black ink, appearing to read "MARSHALL R. KING", is written over a horizontal line. The signature is stylized with large, bold letters and a long, sweeping tail on the final letter.

Marshall R. King